

BINGHAM, DANA & GOULD

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RECORDATION #13

FILED 1433

JUN 14 1989 - 2 20 PM

INTERSTATE COMMERCE COMMISSION

WASHINGTON OFFICE
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011-44-1-799-2646

June 14, 1989

9-165A094

Interstate Commerce Commission
Secretary of the Commission
Room 2303
12th Street & Constitution Avenue, N.W.
Washington, D.C. 20423

Attn: Ms. Mildred Lee

Ladies and Gentlemen:

Enclosed for filing with the Commission pursuant to Section 11303(a) of Title 49 of the U.S. Code is one original executed and notarized copy of the document described below, and an extra certified copy of such document.

This document is an Amendment to a Security Agreement dated as of March 17, 1989, between Upper Merion and Plymouth Leasing Co., a Delaware corporation, as the debtor, and The First National Bank of Boston, as agent, as the secured party, covering the debtor's rolling stock and all other properties and rights of the debtor. It is a secondary document and amends a Security Agreement, a primary document, between Upper Merion and Plymouth Leasing Co., as debtor, and The First National Bank of Boston, as agent, as secured party.

The names and addresses of the parties to the Security Agreement and the Amendment are as follows. The debtor is Upper Merion and Plymouth Leasing Co., whose chief executive office is located at John Hancock Center, 875 North Michigan Avenue, Suite 1400, Chicago, Illinois 60611. The secured party is The First National Bank of Boston, as agent, whose head office is located at 100 Federal Street, Boston, Massachusetts 02110.

JUN 14 2 25 PM '89
NOTOR COPY 150 UNIT

Carol P. Simon
Carol P. Simon

BINGHAM, DANA & GOULD
Interstate Commerce Commission
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This Amendment adds newly acquired railcars and locomotives to the collateral covered by the Security Agreement which was filed with the Commission on March 20, 1989 as document No. 16240.

A short summary of the document to appear in the index is as follows:

"Amendment dated as of April 27, 1989 amending a Security Agreement dated as of March 17, 1989 and recorded as document No. 16240 between Upper Merion and Plymouth Leasing Co., as the debtor and The First National Bank of Boston, as agent, as the secured party, adding newly acquired railcars and locomotives to the collateral covered by the Security Agreement."

Also enclosed is a check in the amount of thirteen dollars payable to the Interstate Commerce Commission, to cover the recording fee prescribed by the Commissioner in its rules and regulations.

Would you please acknowledge receipt of the enclosed document at your earliest convenience by returning to the undersigned, in the enclosed self-addressed, stamped envelope, the copy of the Amendment to the Security Agreement, along with the duplicate of this letter of transmittal.

If you have any questions with respect to the enclosed document, please call the undersigned, collect, at (617) 951-8000.

Very truly yours,

Amy L. Kyle
/KHE

ALK/pr:9377X
Enclosure

Interstate Commerce Commission
Washington, D.C. 20423

6/14/89

OFFICE OF THE SECRETARY

Amy L. Kyle
Bingham, Dana & Gould
159 Federal St.
Boston, MA. 02110

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 6/14/89 at 2:20pm, and assigned re-cordation number(s). 16240-C

Sincerely yours,

Norita L. McGee

Secretary

Enclosure(s)

Amendment No. 3 to
Security Agreement
Dated as of March 17, 1989

RECORDATION 16240-C
FILED 1425

JUN 14 1989 - 2 20 PM

INTERSTATE COMMERCE COMMISSION

AGREEMENT OF AMENDMENT, dated as of June 14, 1989 by and between Upper Merion and Plymouth Leasing Co. ("UMPL") a Delaware corporation and The First National Bank of Boston, a national banking association, as agent (the "Agent") for itself and the other banks which are or may become parties thereto, under a certain Revolving Credit and Term Loan Agreement dated as of March 17, 1989 (the "Loan Agreement").

WHEREAS, UMPL, on the one hand, and the Agent, on the other hand, are parties to a Security Agreement dated as of March 17, 1989, as amended (the "Security Agreement").

WHEREAS, ~~UMPL~~ ^{Philip J. [unclear]} and the Agent wish to add certain newly acquired ~~boxcars~~ and locomotives to the rolling stock in which a security interest is created under the Security Agreement, and in connection therewith to make certain amendments to the Security Agreement; and to reaffirm the Security Agreement's effectiveness upon such amendment;

NOW, THEREFORE, in consideration of the foregoing premises, the parties hereby agree as follows:

1. Schedule 4(b) to the Security Agreement, which lists all Rolling Stock of UMPL, is hereby amended by adding the boxcars and locomotives listed on Schedule 4(b) attached hereto.

2. Except as specifically amended by this Agreement of Amendment, the Security Agreement shall remain in full force and effect, and UMPL reaffirms the continued validity of the Security Agreement as amended on the date hereof.

3. This Agreement of Amendment shall become effective as of the date hereof upon receipt by UMPL and the Agent of counterparts of this Agreement of Amendment duly executed by UMPL and accepted by the Agent.

IN WITNESS WHEREOF, the parties hereto have caused this Agreement of Amendment to be executed by their duly authorized officers as of the date first set forth above.

UPPER MERION AND PLYMOUTH
LEASING CO.

By: Donald L. Kilgore
VICE PRESIDENT

THE FIRST NATIONAL BANK
OF BOSTON

By: [Signature]

STATE OF ILLINOIS)
)
COUNTY OF) ss.

On this day of June, 1989, before me personally appeared _____, to me personally known, who, being by me duly sworn, says that he is _____ of Upper Merion and Plymouth Leasing Co. and that the said instrument was signed on behalf of said corporation by authority of its Board of Directors, and he acknowledges that the execution of the foregoing instrument was the free act and deed of said corporation.

Notary Public

My commission expires:

COMMONWEALTH OF MASSACHUSETTS)
)
COUNTY OF Suffolk) ss.

On this day of June, 1989, before me personally appeared Daniel O Connor, to me personally known, who, being by me duly sworn, says that he is Vice President of The First National Bank of Boston, and that he is duly authorized to sign the foregoing instrument on behalf of said banking association, and he acknowledges that the execution of the foregoing instrument was the free act and deed of said banking association.

Susan M. Crompton
Notary Public

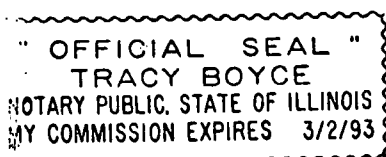
My commission expires: 1/12/90

THE FIRST NATIONAL BANK
OF BOSTON

By: _____

STATE OF ILLINOIS)
) ss.
COUNTY OF COOK)

On this 13th day of June, 1989, before me personally appeared Gerald L. Kilcoyne, to me personally known, who, being by me duly sworn, says that he is Vice President of Upper Merion and Plymouth Leasing Co. and that the said instrument was signed on behalf of said corporation by authority of its Board of Directors, and he acknowledges that the execution of the foregoing instrument was the free act and deed of said corporation.



Tracy Boyce
Notary Public

My commission expires: 3-2-93

COMMONWEALTH OF MASSACHUSETTS)
) ss.
COUNTY OF)

On this day of June, 1989, before me personally appeared _____, to me personally known, who, being by me duly sworn, says that he is _____ of The First National Bank of Boston, and that he is duly authorized to sign the foregoing instrument on behalf of said banking association, and he acknowledges that the execution of the foregoing instrument was the free act and deed of said banking association.

Notary Public

My commission expires:

SCHEDULE 4(b)

Forty-five (45) used 1980 Berwick built, 4,170 cubic foot, 100 ton gondola cars ("Bathtub" type) equipped with one rotary coupler bearing the following OWTX marks:

99001	99034	99096	99145	99061
99002	99038	99097	99150	99019
99005	99041	99111	99049	99091
99014	99060	99113	99114	99124
99016	99062	99120	99109	99131
99022	99085	99122	99031	99137
99023	99088	99126	99086	99067
99025	99092	99129	99118	99142
99033	99095	99135	99134	99069

One (1) EMD SW9 1200 H.P. Locomotive.

CONsunpur